

§3-406(B) OF THIS ARTICLE, ARTICLES OF DISSOLUTION SHALL BE EXECUTED AS FOLLOWS:

(1) THEY SHALL BE SIGNED AND ACKNOWLEDGED FOR EACH CORPORATION PARTY TO THE ARTICLES BY ITS PRESIDENT OR ONE OF ITS VICE-PRESIDENTS;

(2) THEY SHALL BE WITNESSED OR ATTESTED BY THE SECRETARY OR AN ASSISTANT SECRETARY OF EACH CORPORATION PARTY TO THE ARTICLES; AND

(3) EXCEPT AS PROVIDED IN SUBSECTION (B) OF THIS SECTION, THE MATTERS AND FACTS SET FORTH IN THE ARTICLES WITH RESPECT TO AUTHORIZATION AND APPROVAL SHALL BE VERIFIED UNDER OATH AS FOLLOWS:

(I) WITH RESPECT TO ANY MARYLAND CORPORATION PARTY TO THE ARTICLES, BY THE CHAIRMAN OR THE SECRETARY OF THE MEETING AT WHICH THE ARTICLES OR TRANSACTION WERE APPROVED OR THE PRESIDENT, VICE-PRESIDENT, SECRETARY, OR ASSISTANT SECRETARY OF THE CORPORATION; AND

(II) WITH RESPECT TO ANY FOREIGN CORPORATION PARTY TO ARTICLES OF CONSOLIDATION OR MERGER, BY THE PRESIDENT, VICE-PRESIDENT, SECRETARY, OR ASSISTANT SECRETARY OF THE CORPORATION.

(B) SPECIAL REQUIREMENTS AS TO ARTICLES OF TRANSFER.

WHEN ARTICLES OF TRANSFER ARE EXECUTED:

(1) WITH RESPECT TO THE TRANSFEROR CORPORATION, THE REQUIREMENTS OF SUBSECTION (A) (3) (I) APPLY;

(2) WITH RESPECT TO A TRANSFEREE CORPORATION, THE MATTERS AND FACTS SET FORTH IN THE ARTICLES WITH RESPECT TO AUTHORIZATION AND APPROVAL SHALL BE VERIFIED UNDER OATH BY THE PRESIDENT, VICE-PRESIDENT, SECRETARY, OR ASSISTANT SECRETARY OF THE CORPORATION; AND

(3) WITH RESPECT TO A TRANSFEREE WHICH IS NOT A CORPORATION, THE ARTICLES SHALL BE SIGNED AND ACKNOWLEDGED BY THE TRANSFEREE.

REVISOR'S NOTE: This section combines the provisions presently contained in Art. 23, §§12(b), 13(d), 35(c), 68(b), 69(b), and 70(b) for signing, acknowledging, and verifying certain corporate articles.

The phrase "articles of transfer" is substituted in this section for "articles of